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(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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L99000001039

Drive Thru Pizza 1

400002784254--7
-02/23/99--01039--019
***346.25 ***346.25

Feb 23 11:10:25

Product Organization

199-1039

Home
Availability

1000

4-1-1

31

[Handwritten signature]

A. P. Verilyt

Signature

Requested by:

Name

Date _____

Time

Walk-In

Will Pick Up

Art of Inc. File_____

LTD Partnership File

Foreign Corp. File.

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy.

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

99 FEB 24 PM 12:10

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



RECEIVED
9 FEB 24 AM 11:50
DIVISION OF CORPORATION

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 23, 1999

CAPITAL CONNECTION

SUBJECT: DRIVE THRU PIZZA 1
Ref. Number: W99000004492

We have received your document for DRIVE THRU PIZZA 1 and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of a Limited Liability Company must end with the words "limited company", "limited liability company" or their abbreviation "L.C." or "L.L.C."

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 599A00008211

corrected

FILED
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DIVISION OF CORPORATIONS
99 FEB 24 PM 12:18

ARTICLES OF ORGANIZATION
OF
DRIVE THRU PIZZA 1, LLC
A FLORIDA LIMITED LIABILITY COMPANY

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DIVISION OF CORPORATIONS
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ARTICLE I - NAME

The name of the Limited Liability Company is Drive Thru Pizza 1, LLC

ARTICLE II - ADDRESS

The street address of the principal office of the Limited Liability Company is 498 Palm Springs Drive, Suite 100, Altamonte Springs, Florida 32701.

ARTICLE III - DURATION

This period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this limited liability company shall be: 940 North Highland Avenue, Orlando, Florida 32803.

The name of the initial registered agent of this limited liability company at that address shall be: Marvin E. Rocks.

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

One or more additional members of the company may be admitted with the unanimous written consent of the members.

ARTICLE VI - CONTINUATION OF BUSINESS

By unanimous consent, the remaining member or members may continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member.

ARTICLE VII - MANAGEMENT

The company shall be managed by a member and the name and address of the managing member is:

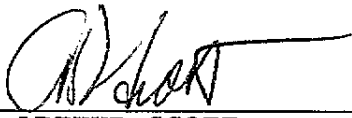
Arthur Scott
USA Foods, Inc.
498 Palm Springs Drive
Suite 100
Altamonte Springs, FL 32701

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Drive Thru Pizza 1, LLC deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the member is \$1,000.
3. If any, the agreed value of property other than cash contributed by the member is none.
4. The total amount of cash or property anticipated to be contributed by the member is \$1,000. This total includes amounts from two and three above.

USA FOODS, INC.

By 
ARTHUR SCOTT
President

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED

PURSUANT to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida.

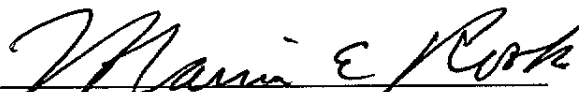
1. The name of the Limited Liability Company is Drive Thru Pizza 1, LLC

2. The name and address of the registered agent and office is Marvin E. Rooks, 940 North Highland Avenue, Orlando, Florida 32803.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated limited liability company, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: February 10, 1999


MARVIN E. ROOKS

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